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Attorneys for Debtors  
 and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
 SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:	<b>Chapter 11 Case No.</b>
	:	<b>09-50026 (REG)</b>
	:	<b>(Jointly Administered)</b>
	:	
<b>MOTORS LIQUIDATION COMPANY, et al.,</b>	:	
<b>f/k/a General Motors Corp., et al.</b>	:	
	:	
<b>Debtors.</b>	:	
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**NOTICE OF PRESENTMENT OF STIPULATION AND AGREED  
 ORDER REGARDING ABANDONMENT OF CERTAIN PROPERTY**

**PLEASE TAKE NOTICE** that the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) will present the Stipulation and Agreed Order Regarding Abandonment of Certain Property (the “**Stipulated Order**”) attached hereto to the Honorable Robert E. Gerber, United States Bankruptcy Judge, for approval and signature at Room 621 of the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”), Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004 on **February 26, 2010 at 12:00 p.m. (prevailing Eastern Time)**.

**PLEASE TAKE FURTHER NOTICE** that any responses or objections to

the Stipulated Order must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-242 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)) by registered users of the Bankruptcy Court's filing system, and (b) by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with General Order M-182 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)), and served in accordance with General Order M-242, and on (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (ii) the Debtors, c/o Motors Liquidation Company, 500 Renaissance Center, Suite 1400, Detroit, Michigan 48243 (Attn: Ted Stenger); (iii) General Motors, LLC, 300 Renaissance Center, Suite 1400 Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, DC 20220 (Attn: Joseph Samarias, Esq.); (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vii) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq., Amy Caton, Esq., Adam C. Rogoff, Esq., and Gregory G.

Plotko, Esq.); (xii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Diana G. Adams, Esq.); and (xiii) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Matthew L. Schwartz, Esq.); (xiv) Maddin Hauser Wartell Roth & Heller, P.C., attorneys for MTech Associates, LLC, 28400 Northwestern Highway, Third Floor, Southfield, MI 48034 (Attn: Kathleen Klaus, Esq.), so as to be received no later than **February 26, 2010, at 11:00 a.m. (Eastern Time)** (the "**Objection Deadline**").

PLEASE TAKE FURTHER NOTICE that if no objections are timely filed and served with respect to the Stipulated Order, the Debtors may, on or after the Objection Deadline, submit to the Bankruptcy Court an order substantially in the form of the Stipulated Order, which order may be entered with no further notice or opportunity to be heard offered to any party.

Dated: February 12, 2010  
New York, New York

WEIL, GOTSHAL & MANGES LLP

/s/ Joseph H. Smolinsky

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**Chapter 11 Case No.**

**09-50026 (REG)**

**(Jointly Administered)**

**STIPULATION AND AGREED ORDER  
REGARDING ABANDONMENT OF CERTAIN PROPERTY**

This Stipulation and Order (the “**Stipulation and Order**”) is entered into among Motors Liquidation Company (f/k/a General Motors Corporation) (“**MLC**”) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”) and MTech Associates, LLC (“**MTech**” and collectively with the Debtors, the “**Parties**”), for the purpose of authorizing the Debtors, pursuant to section 554 of title 11, United States Code (the “**Bankruptcy Code**”), to abandon all of their rights, title, and interest with respect to any remaining property or equipment located at 33500 Mound Road in Sterling Heights, Michigan.

**RECITALS**

**WHEREAS**, MTech and MLC are parties to that certain lease agreement dated August 28, 1986 (the “**Lease**”) for premises located at 33500 Mound Road in Sterling Heights, Michigan (the “**Facility**”); and

**WHEREAS**, the Debtors used the Facility for creating and testing dies and other tools as part of the Debtors’ product and tool development; and

**WHEREAS**, following the sale of substantially all of their assets to General Motors, LLC (“**New GM**”), the Debtors no longer needed the Facility for their continuing operations or the administration of their estates; and

**WHEREAS**, on September 23, 2009, MLC informed MTech that it was seeking Court approval to reject the Lease, abandoning any remaining property, equipment or supplies, and vacating the Facility, effective as of October 31, 2009<sup>1</sup>; and

**WHEREAS**, prior to vacating the Facility, MLC undertook extensive marketing efforts to sell its property and equipment located at the Facility; and

**WHEREAS**, MLC was able to sell some of the equipment located at the Facility prior to October 31, 2009, however it was not able to sell one machine press, nor certain other *de-minimis* equipment and property (collectively, the “**Property**”); and

**WHEREAS**, the Property remains at the Facility and MLC believes it has no marketable value; and

**WHEREAS**, MLC previously informed MTech that it may consider the Property abandoned, but MTech requested, in an abundance of caution, that the Debtors seek entry of this Stipulation and Order providing for the abandonment of the Property; and

**WHEREAS**, based on the foregoing, the Parties have determined to consensually resolve this matter by entering into this Stipulation and Order.

**NOW, THEREFORE, IT IS STIPULATED AND AGREED** by and between the Parties that:

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<sup>1</sup> On November 12, 2009, the Debtors filed the Ninth Omnibus Motion Pursuant to 11 U.S.C. 365 to Reject Certain Executory Contracts and Unexpired Leases of Non-Residential Real Property [Docket No. 4437] (the “**Rejection Motion**”), in which the Debtors sought to reject the MTech Lease. The Rejection Motion remains pending before the Court pursuant to that certain Stipulation to Adjourn Ninth Omnibus Motion Pursuant To 11 U.S.C. §365 To Reject Certain Executory Contracts and Unexpired Leases of Nonresidential Real Property as to MTech Associates LLC Only [Docket No. 4483] (as amended or modified, the “**Adjournment Stipulation**”).

**AGREEMENT**

1. Pursuant to section 554 of the Bankruptcy Code, the Debtors are authorized to abandon to MTech all of their rights, title, and interest with respect to the Property remaining at the Facility.

2. The Parties agree that this Stipulation and Order shall not be construed as a decision on the merits or otherwise affect the adjudication of the Rejection Motion currently pending before this Court.

3. This Stipulation and Order contains the entire understanding of the Parties hereto with regard to the matters addressed herein, and supersedes all prior and contemporaneous discussions, negotiations, understandings, and agreements, whether oral or written, express or implied, between and among the Parties regarding the subject matter of this Stipulation and Order.

4. This Stipulation and Order is binding upon the Parties, and may not be changed, altered or modified except in writing, signed by the Parties or their duly authorized attorneys and approved by the Court.

5. The Bankruptcy Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Stipulation and Order.

Dated: February 12, 2010  
New York, New York

Stipulated and Agreed:

**MOTORS LIQUIDATION COMPANY**

**MTECH ASSOCIATES, LLC.**

By: /s/ Joseph H. Smolinsky  
Joseph H. Smolinsky  
Counsel to Motors Liquidation Company

By: /s/ Kathleen H. Klaus  
Kathleen H. Klaus  
Counsel to MTech Associates, LLC

**SO ORDERED** this \_\_\_\_ day of 2010

\_\_\_\_\_  
UNITED STATES BANKRUPTCY JUDGE